

Exhibit C

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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ORDER GRANTING DEBTORS' EX PARTE MOTION TO FILE REDACTED VERSION OF
DEBTORS' OMNIBUS RESPONSE TO OBJECTIONS TO DEBTORS' MOTION FOR
ORDER UNDER 11 U.S.C. § 365 AND FED. R. BANKR. P. 6006 AUTHORIZING
REJECTION OF CERTAIN EXECUTORY CONTRACTS WITH GENERAL MOTORS
CORPORATION AND TO FILE RELATED EXHIBITS UNDER SEAL

Upon the motion, dated June 15, 2006 of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") pursuant to the Stipulation and Agreed Protective Order Governing Production and Use of Confidential and Highly Confidential Information in Connection with the Motion for Order Under 11 U.S.C. § 365 and Fed. R. Bankr. P. 6006 Authorizing Rejection of Certain Executory Contracts with General Motors Corporation and Objections Filed Thereto (Docket No. 3326) and the Stipulation and Agreed Protective Order entered by this Court on June 12, 2006 (Docket No. 4156) (collectively, the "Stipulation and Agreed Protective Order") and General Order M-242 of this Court for an order allowing the Debtors to file a redacted version of Debtors' Omnibus Response To Objections To Debtors' Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation and exhibits related to the Response under seal, it appearing that the Court has jurisdiction over this matter; and it appearing that due notice of the Motion has

been provided and that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors and equity security holders; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing for allowing Debtors to file said Response under seal, it is hereby

ORDERED, that the Motion is hereby GRANTED; and it is further

ORDERED, that the Debtors file a redacted version of the Debtors' Omnibus Response To Objections to Debtors' Motion For Order Under 11 U.S.C. § 365 And Fed. R. Bankr. P. 6006 Authorizing Rejection Of Certain Executory Contracts With General Motors Corporation and related exhibits under seal.

Dated: New York City, New York

_____, 2006

Honorable Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE